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April 17, 1987

6500 Industrial Highway
Committee
P.O. Box 811250
Chicago, IL 60681-1250

Mr. Jonathan McPhee
E.P.A. - Region Five
230 So. Dearborn Street
Chicago, IL 60604

Re: Conservation Chemical Company of Illinois
and Behlen Manufacturing Company (3151.131)

Gentlemen:

We are counsel for Behlen Mfg. Co., a Nebraska corporation, with its principal office at Columbus, Nebraska. As counsel and after some long delay, we received information addressed to Behlen Manufacturing Company from the 6500 Industrial Highway Potentially Responsible Party Committee, inviting us to a meeting which, apparently, was held in Chicago on March 25th.

Delay in handling this matter made it impossible to attend the meeting and, in any event, it probably is irrelevant to Behlen Mfg. Co.

Behlen Mfg. Co., the company receiving the notice, came into existence on March 15, 1984 when its Articles of Incorporation were filed with the Nebraska Secretary of State. It was obviously not in existence prior to 1984 and had nothing whatever to do with the Conservation Chemical Company waste disposal site in Gary, Indiana.

Behlen Mfg. Co. is an entirely different company from the "Behlan Manufacturing Co." listed in your letter of March 9, 1987, and from the "Behlen Manufacturing Company" listed in the list of companies attached to that letter.

The Wickes Corporation acquired a company then called "Behlen Manufacturing Company" in 1969. That company merged with Wickes after the acquisition of all of its stock by Wickes. From approximately 1969 until The Wickes Corporation filed a Chapter 11 proceeding in the Bankruptcy Court of the U. S. in Los Angeles, California, in the spring of 1982, Wickes operated Behlen Manufacturing Company as an unincorporated division of The Wickes Corporation. It very well may be that Behlan Manufacturing Co. or

Behlen Manufacturing Company, listed in your correspondence, is actually the unincorporated division of Wickes operated under the name "Behlen Manufacturing Company".

In 1984 Behlen Mfg. Co. was incorporated in Nebraska by Wickes and, pursuant to an order of the Bankruptcy Court, was funded with the assets of the previously unincorporated division. This was done under legal documents which, for all relevant purposes, resulted in a transfer of the assets of the unincorporated division to the new subsidiary and did not involve assumption of any liabilities of Wickes.

Thereafter, early in May, 1984, our client, Behlen Mktg. Co., acquired the stock of Behlen Mfg. Co. and, again, in the purchase agreement and with the approval of the Bankruptcy Court, Wickes warranted that Behlen Mfg. Co. would not assume liabilities of the old unincorporated division except as specifically set forth in the documents that funded the new subsidiary.

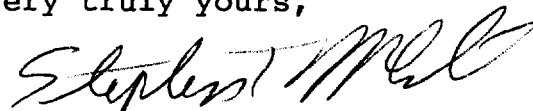
In short, Behlen Mfg. Co. did not assume and does not have any liability whatever relating to alleged waste disposal in July of 1979.

In all likelihood, whatever obligation The Wickes Corporation might have had in this matter was probably wiped out in its bankruptcy proceeding which received national media exposure.

In any event, if you think something should be done with your Committee by Behlen Manufacturing Company, you should contact Mr. Jay Knight who is the attorney for Wickes that handled all matters for the Behlen Division. Mr. Knight can be reached at The Wickes Corporation, P.O. Box 4056, Santa Monica, CA 90405, and his phone number is 213-452-9550.

If there is anything more for Behlen Mfg. Co. to do, please contact me.

Very truly yours,


Stephen T. McGill

STM:LA